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MEMORANDUM AND ARTICLES OF ASSOCIATION

OF THE PROPOSED NEW

WORKING MEN'S COLLEGE COMPANY,

As approved by the Council of the College, at a Meeting held November 18, 1873.

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MEMORANDUM OF ASSOCIATION.

1.—The name of the Company is the Working Men's College Company.

2.—The registered office of the Company will be situate in England.

3.—The objects for which the Company is established are:—

1. To take over the property and liabilities of the Company which was registered 18th April, 1857, under the name of the Working Men's College:

2. To place a liberal education within the reach of the working classes, by carrying on the institution known as the Working Men's College, now situate in Great Ormond Street, in the county of Middlesex, and such other similar institutions, if any, as may be thought advisable, under such conditions as to fees, if any, and hours, as shall enable artizans to attend the classes; also by such other means as may be thought desirable; but so that the net value of the property taken over from the said Company called the Working Men's College, after deducting the amount of the liabilities similarly taken over, shall always be appropriated to the purposes of the said institution called the Working Men's College, now situate in Great Ormond Street:

3. To do all such other things as may be conducive or incidental to the attainment of the above objects.

4.—Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a member, and the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding one shilling.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this memorandum of association.

Names, addresses, and descriptions of subscribers:—

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Dated the day of 187 .

Witness to the above Signatures:—

ARTICLES OF ASSOCIATION.

MEMBERS.

1.—The Company shall consist of not more than fifteen members.

2.—Until the number of fifteen members is first filled up, all shareholders in the Company called the Working Men's College, mentioned in the memorandum of association, and all persons, being members of the Council of the College, hereinafter mentioned, who shall be requested by that Council to become members of this Company, shall be admitted as members of the Company on their respectively signifying their desire to become such, by writing addressed and delivered to the Chairman or Secretary.

3.—After the number of fifteen members has been filled up, all members to supply vacancies shall be elected by the Company in general meeting.

4.—Every member shall continue such for life, or until he shall resign by writing addressed and delivered to the Chairman or Secretary; provided that whenever the number of members does not exceed seven, no resignation shall take effect until the Company has elected a member to fill the place of the one resigning, and the person so elected has accepted his election.

COUNCIL OF THE COLLEGE.

5.—The Working Men's College, now situate in Great Ormond Street, in the county of Middlesex, and mentioned in the memorandum of association, is hereinafter referred to as the London College, and its Council is hereinafter referred to as the Council of the College. The composition of that Council is at present regulated by the following resolution passed by it on 2nd April, 1873:—

"That it is desirable that the Council should in future be composed as follows:—

"1. Teachers of the College Classes, being graduates of some University, or holding a "position which, in the judgment of the Council, gives an equivalent qualification. These "teachers, if unpaid, to become members of the Council as soon as they begin to teach; "if paid, when elected by the Council, and to remain members for one year after they "have ceased teaching.

"2. Twelve students, to be elected by the Council from amongst the student teachers "of the College, the associates, or the certificated or other students. These students to "be elected for three years, and to retire by rotation, four each year.

"3. The present Council, after revision, but when the members of the Council who are "neither teachers according to clause 1, as above, nor students according to clause 2, "shall be less than twelve in number, the Council shall elect whom it pleases to make up "that number. The object of this is to obtain the help of past teachers, past or present "students, or others whose assistance may seem desirable. A third of these members to "retire by rotation annually."

6.—The Council of the College consists at present of the following persons:—

7.—The regulations for the composition of the Council of the College may be varied from time to time by resolutions of the Council itself.

8.—The government of the London College, including the expenditure of its income for the time being, whether derived from property of the Company appropriated to its purposes, from fees, or from any other source, shall be vested in the Council of the College, subject to the power of the Company in general meeting to make regulations from time to time for any of the following purposes :—

1. Limiting the fees, if any, to be paid by students, so as to keep the classes within the reach of artizans :

2. Limiting the hours of teaching, for the same purpose :

3. Setting apart any portion of the income of the College for the time being, for the creation or maintenance of a Domus fund, of which the income may be spent by the Council of the College on the repair of the College buildings and property.

But the Council of the College shall furnish to the Company all such reports and information as general meetings of the Company shall from time to time require.

OFFICERS OF THE COMPANY.

9.—The Company shall have a Chairman, to be elected from among the members at the annual meeting in *February*.

10.—The Company shall also have a Secretary, who need not be a member, and whose presence, as well as that of the Chairman, shall be necessary whenever the common seal of the Company is affixed to any document.

11.—The Company in general meeting from time to time may either appoint Auditors for the audit of the whole of its accounts, or adopt any audit of the accounts of the London College which may be made under the authority of the Council of the College, and appoint Auditors for the audit of such part, if any, of its accounts as shall not be comprised in any audit so adopted.

GENERAL MEETINGS.

12.—General Meetings of the Company shall be summoned by the Chairman, and besides an annual one, to be held in the month of *February*, he shall summon a general meeting whenever requested so to do by a resolution of the Council of the College, or by a requisition signed by five members of the Company, such resolution or requisition expressing the object for which the meeting is desired.

13.—Seven days notice, at least, of every general meeting, specifying the place, day, and hour of meeting, and the general nature of the business to be transacted, shall be given to all the members of the Company by a circular, either delivered to them personally, or sent to them through the post in prepaid letters addressed to them at their registered places of abode, and in the latter case the circulars shall be deemed to be delivered on the day after they are so posted; but the non-receipt of the circular by any member shall not invalidate the proceedings at any general meeting.

14.—No business shall be transacted at any general meeting unless five members are present.

15.—At every general meeting the Chairman of the Company, if present, shall preside, but if he be absent, the members present shall choose one of themselves to be chairman of the meeting.

16.—The Chairman may, with the consent of the meeting, adjourn any general meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

17.—All questions at general meetings shall be decided by the members present, each member having one vote, and the Chairman having a casting vote in addition to his vote as a member.

PROHIBITION OF DIVIDENDS.

18.—The whole of the property and income of the Company shall be applied in promoting its objects, and no dividend shall ever be paid to the members of the Company.

FUNDAMENTAL ARTICLES.

19.—Articles seven, eight, and eighteen are fundomental, and may not be altered, even by a special resolution.

Names, addresses, and descriptions of Subscribers :—

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Dated the day of 187 .

Witness to the above signatures :—